

Zlatkus Lizabeth H
Form 4
February 27, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zlatkus Lizabeth H

2. Issuer Name **and** Ticker or Trading
Symbol

HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP -, ONE
HARTFORD PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

HARTFORD, CT 06155

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Restricted Stock Units					19,060.16	D	
Restricted Stock					6,900	D	
Common Stock					29,687	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 65.99							<u>(1)</u>	02/20/2014	Common Stock
Stock Options	\$ 71.27							<u>(2)</u>	02/19/2015	Common Stock
Stock Options	\$ 83							<u>(3)</u>	02/15/2016	Common Stock
Stock Options	\$ 93.69							<u>(4)</u>	02/27/2017	Common Stock
Stock Options	\$ 92.69							<u>(5)</u>	07/30/2017	Common Stock
Stock Options	\$ 74.88							<u>(6)</u>	02/26/2018	Common Stock
Stock Options	\$ 7.04	02/25/2009		A		179,538		<u>(7)</u>	02/25/2019	Common Stock
Restricted Units	<u>(8)</u>	02/25/2009		A		84,384.858		02/25/2012 <u>(8)</u>	02/25/2012 <u>(8)</u>	Common Stock ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zlatkus Lizabeth H THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155	Executive Vice President

Signatures

/s/ Donald C. Hunt, POA for Lizabeth Zlatkus by Power of Attorney of Lizabeth Zlatkus dated July 26, 2007.

02/27/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
 - (2) The option became fully exercisable as of February 17, 2008, the third anniversary of the grant date.
 - (3) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
 - (4) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became exercisable on February 27, 2009, and the remaining one-third of the option becomes exercisable on February 27, 2010, the third anniversary of the grant date.
 - (5) One-third of the option became exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.
- The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 26, 2011, three years from the date of the grant.
- (6) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 25, 2012, three years from the date of the grant.
 - (7) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.
 - (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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